

849997

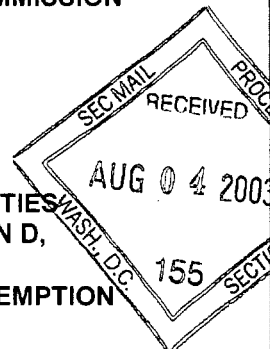
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



03028831



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated average burden	
Index per response: 1	
Prefix	Serial
DATE RECEIVED	

TRACER PETROLEUM CORPORATION

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Forum Energy Corporation (formerly Tracer Petroleum Corporation)

Address of Executive Offices (Number and Street, City, State, Zip Code)
(Including Area Code)

**Suite 2600, 255 - Fifth Avenue SW, Calgary, AB, T2P 3G6
403-290-1676**

Telephone Number

PROCESSED

AUG 05 2003

THOMSON FINANCIAL

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business
Oil and gas exploration company

Type of Business Organization

[x] corporation
[] business trust

[] limited partnership, already formed
[] limited partnership, to be formed

[] other (please specify):

Actual or Estimated Date of Incorporation or Organization: [0] [2] [8] [2] [x] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [CN] []

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

W

- Each general and managing partner of partnership issuers.

Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☒ **Executive Officer** ☒ **Director** ☐ General and/or Managing Partner
Apply:

Full Name (Last name first, if individual) **YOUELL, LARRY**

Business or Residence Address (Number and Street, City, State, Zip Code)
**3118 CAPISTRANO COURT,
KELOWNA, BC V1V 2A2
CANADA**

Check Box(es) that ☐ Promoter ☒ **Beneficial Owner** ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner
Apply:

Full Name (Last name first, if individual) **ROBINSON, DAVID R.**

Business or Residence Address (Number and Street, City, State, Zip Code)
**1113 LAVAL STREET S.W.
CALGARY, AB T2T 1L2
CANADA**

Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ **Director** ☐ General and/or Managing Partner
Apply:

Full Name (Last name first, if individual) **WILSON, DAVID G.**

Business or Residence Address (Number and Street, City, State, Zip Code)
**1800, 250 6th Ave., S.W.
CALGARY, ALBERTA , T2P 3H7
CANADA**

Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☒ **Executive Officer** ☒ **Director** ☐ General and/or Managing Partner
Apply:

Full Name (Last name first, if individual) **THOMPSON, DAVID M.**

Business or Residence Address (Number and Street, City, State, Zip Code)
**CONTINENTAL BUILDING
25 CHURCH STREET, 2ND FLOOR
HAMILTON HM12
BERMUDA**

Check Box(es) that ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ **Director** ☐ General and/or Managing Partner
Apply:

Partner

Full Name (Last name first, if individual) **STANSFIELD, BARRY.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**The Dower House, Moor Park,
Farnham, Surrey, England,
GU10 1QX**

Check Box(es) that [] Promoter [**X**] **Beneficial** [] Executive [] Director [] General and/or
Apply: **Owner** Officer Managing
Partner

Full Name (Last name first, if individual) **ERGON POWER PTE, LTD, TAN CHING KHOON**

Business or Residence Address (Number and Street, City, State, Zip Code)

**83 AMOY STREET
SINGAPORE 069902**

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[] [**x**]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ _____

3. Does the offering permit joint ownership of a single unit?..... Yes No
[**x**] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

YOUNG, JOE

Business or Residence Address (Number and Street, City, State, Zip Code)

3060 PEACHTREE ROAD NW

SUITE 1400

ATLANTA, GA 90905

Name of Associated Broker or Dealer

ATTKISSON CARTER & COMPANY

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	[CA] X	[CO]	[CT]	[DE]	[DC]	[FL] X	[GA] X	[HI]	[ID]
[IL]	[IN] X	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN] X	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH] X	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
* Equity	<u>\$2,400,000.00</u>	<u>\$2,153,829.50</u>
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify	\$	\$
Total	\$	\$

Answer also in Appendix, Column 3, if filing under ULOE.

* the majority of the offering was sold in an offshore tranche pursuant to Reg S

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>10</u>	<u>\$136,450.00</u>
Non-accredited Investors	\$
Total (for filings under Rule 504 only)	\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	\$
Regulation A.....	\$
Rule 504	\$
Total	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[x]	\$1,000
Printing and Engraving Costs	[x] \$	1,500

Legal Fees	<input checked="" type="checkbox"/> \$	45,000
Accounting Fees	<input type="checkbox"/> \$	
Engineering Fees	<input type="checkbox"/> \$	
Sales Commissions (specify finders' fees separately) *	<input checked="" type="checkbox"/> \$	25,000
Other Expenses (identify) ___travel, messenger, overnight mail, long distance phone, miscellaneous.....	<input checked="" type="checkbox"/> \$	2,500
Total	<input type="checkbox"/> \$	75,000

* \$4,656 has been paid to date on funds raised.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

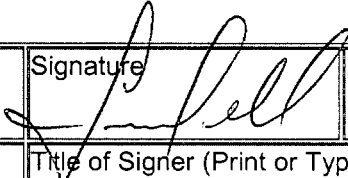
	\$	2,325,000
--	----	-----------

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$200,000
Repayment of indebtedness	<input checked="" type="checkbox"/> \$35,000	<input type="checkbox"/> \$
Working capital	<input checked="" type="checkbox"/> \$390,000	<input type="checkbox"/> \$
Other (specify): <u>COSTS ASSOCIATED WITH OIL AND GAS</u> <u>EXPLORATION DEVELOPMENT AND PRODUCTION</u>	<input checked="" type="checkbox"/> \$1,700,000	<input type="checkbox"/> \$
Column Totals	<input checked="" type="checkbox"/> \$2,125,000	<input type="checkbox"/> \$200,000
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$2,325,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Forum Energy Corporation	Signature 	Date 7/28/03
Name of Signer (Print or Type) LARRY YUELL	Title of Signer (Print or Type) PRESIDENT, CEO	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
[] [x]

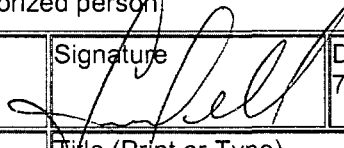
.....
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person

Issuer (Print or Type) Forum Energy Corporation	Signature 	Date 7/28/03
Name of Signer (Print or Type) LARRY YUELL	Title (Print or Type) PRESIDENT, CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		x	Common Stock	1	\$10,000				x
CO									
CT									
DE									
DC									
FL		x	Common Stock	1	\$48,000				x
GA		x	Common Stock	4	\$31,200				x
HI									
ID									
IL									
IN		x	Common Stock	1	\$7,000				x
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN		x	Common Stock	1	\$10,000				x
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									

NY									
NC									
ND									
OH		x	Common Stock	2	\$30,250				x
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

Form U-2 Uniform Consent to Service of Process

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Forum Energy Corporation (formerly Tracer Petroleum Corporation) , a corporation organized under the laws of Canada, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Name: **LARRY YOEUELL,**
Address: **3118 CAPISTRANO COURT,
KELOWNA, BC V1V 2A2
CANADA**

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> AL	Secretary of State	<input checked="" type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input checked="" type="checkbox"/> GA	Commissioner of Securities
<input type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input checked="" type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance

<input type="checkbox"/> _CO	Securities Commissioner	<input type="checkbox"/> _IL	Secretary of State
<input type="checkbox"/> _CT	Banking Commissioner	<input checked="" type="checkbox"/> _IN	Secretary of State
<input type="checkbox"/> _DE	Securities Commissioner	<input type="checkbox"/> _IA	Commissioner of Insurance
<input type="checkbox"/> _DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> _KS	Secretary of State
<input type="checkbox"/> _KY	Director, Division of Securities	<input checked="" type="checkbox"/> _OH	Secretary of State
<input type="checkbox"/> _LA	Commissioner of Securities	<input type="checkbox"/> _OR	Director, Department of Insurance and Finance
<input type="checkbox"/> _ME	Administrator, Securities Division	<input type="checkbox"/> _OK	Securities Administrator
<input type="checkbox"/> _MD	Commissioner of the Division of Securities	<input type="checkbox"/> _PA	Pennsylvania does not require filing of a Consent to Service of Process
<input type="checkbox"/> _MA	Secretary of State	<input type="checkbox"/> _PR	Commissioner of Financial Institutions
<input type="checkbox"/> _MI	Commissioner, Office of Financial and Insurance Services	<input type="checkbox"/> _RI	Director of Business Regulation
<input checked="" type="checkbox"/> _MN	Commissioner of Commerce	<input type="checkbox"/> _SC	Securities Commissioner
<input type="checkbox"/> _MS	Secretary of State	<input type="checkbox"/> _SD	Director of the Division of Securities
<input type="checkbox"/> _MO	Securities Commissioner	<input type="checkbox"/> _TN	Commissioner of Commerce and Insurance
<input type="checkbox"/> _MT	State Auditor and Commissioner of Insurance	<input type="checkbox"/> _TX	Securities Commissioner
<input type="checkbox"/> _NE	Director of Banking and Finance	<input type="checkbox"/> _UT	Director, Division of Securities
<input type="checkbox"/> _NV	Secretary of State	<input type="checkbox"/> _VT	Commissioner of Banking, Insurance, Securities & Health Administration
<input type="checkbox"/> _NH	Secretary of State	<input type="checkbox"/> _VA	Clerk, State Corporation Commission
<input type="checkbox"/> _NJ	Chief, Securities Bureau	<input type="checkbox"/> _WA	Director of the Department of Licensing
<input type="checkbox"/> _NM	Director, Securities Division	<input type="checkbox"/> _WV	Commissioner of Securities

___NY Secretary of State

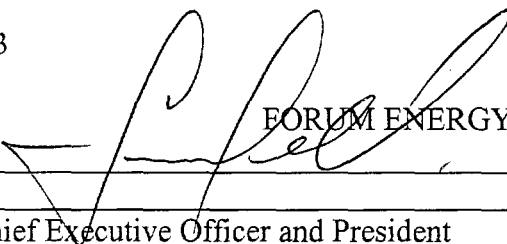
___WI Department of Financial
Institutions, Division of
Securities

___NC Secretary of State

___WY Secretary of State

___ND Securities Commissioner

Dated this ²⁹28th day of July, 2003
(SEAL)

By  FORUM ENERGY CORPORATION_

Title Chief Executive Officer and President

CORPORATE ACKNOWLEDGMENT

State or Province of British Columbia
County of Canada.

On this 28th day of July, 2003 before me TIM JANZEN the undersigned officer, personally appeared LARRY YOUNELL known personally to me to be the **Chief Executive Officer and President** of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

TIM JANZEN
103 - 1912 ENTERPRISE WAY
KELOWNA, BC V1Y 9S9
A Notary Public for the
Province of British Columbia

Notary Public/Commissioner of Oath

My Commission Expires PERMANENT COMMISSION

(SEAL)

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____)
County of _____) ss.

On this _____ day of _____, 20____, before me, _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

In WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths

My Commission Expires _____

(SEAL)